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UNITED STATES ITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL 3235-0076 OMB NUMBER: April 30, 2008

	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	
1		

Expires:

Estimated average burden

hours per response .....

Name of Offering ( check if this is an amendmen	at and name has changed, and indicate change.)		
Series A Preferred Stock			
Filing Under (Check box(es) that apply):  Type of Filing: ■ New Filing □ Amendment	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) □ ULOE	
	A. BASIC IDENTIFICATION DATA	<u> </u>	
1. Enter the information requested about the issuer			HARM ON ARREST AND ARREST OF A PART OF A
Name of Issuer (□ check if this is an amendment a	nd name has changed, and indicate change.)		07074229
GG Digital Inc.			
Address of Executive Offices (Number and S	treet, City, State, Zip Code)	Telephone Number (Inc	luding Area Code)
512 Seventh Avenue, New York, NY 10018			
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Inc	luding Area Code)
Brief Description of Business:			
Social networking internet site			
Type of Business Organization  ■ corporation  □ business trust	☐ limited partnership, already formed ☐ limited partnership, to be formed	□ other (please specify	PROCESSED
Actual or Estimated Date of Incorporation or Orga	Month Year	☐ Estimated  DE	AUG 1 4 2007 THOMSON
GENERAL INSTRUCTIONS			FINABUCIAL

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA	-			
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Simmons, Russell							
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)				
c/o GG Digital Inc., 512 Seventh Avenue	e. New York, NY	7 10018					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Eralp, Osman Business or Residence Address	(Number and S	treet, City, State, Zip Co.	<u></u>				
Dustiless of Residence Address	(Number and 5	acet, only, blate, 24, co.					
c/o GG Digital Inc., 512 Seventh Avenue	<u>e, New York, NY</u>	/_10018					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Wright, Navarrow			_				
Business or Residence Address	(Number and St	reet, City, State, Zip Cod	e)				
COUNTY IS IN STANCE AND ADDRESS OF THE PARTY	- Year Vend, NA	2 10010					
c/o GG Digital Inc., 512 Seventh Avenue Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	O Homoter_	- Deliciteian Owner	Executive Officer		5.5		
, and the second second second							
Slomovitz, Richard	(N. 1 1 C)	Cir. Cir. 7:- C-4					
Business or Residence Address	(Number and St	reet, City, State, Zip Cod	(e)				
c/o GG Digital Inc., 512 Seventh Avenue	e, New York, NY	Y_10018					
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Craig, Nahshon							
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)				
Charle Barrier (as) that Applies	·		7 F	■ Dissets	Concent and/or Managing Portner		
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
run Name (Last name first, it individual)							
Breyer, James				· · ·			
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)				
c/o GG Digital Inc., 512 Seventh Avenu	e, New York, NY	Y 10018					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)			<u>-</u>				
Accel IX L.P.							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)				
		•					
Charle Bay(ac) that Apply:		m Day 6 stat O	n Evantin Office	□ Director	☐ General and/or Managing Partner		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	G Director	Li General and or Managing Lauter		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(Number and Street, City, State, Zip Code)

Business or Residence Address

	_				В.	. INFORM	ATION ABO	OUT OFFE	RING				
							Yes	No					
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?													
Answer also in Appendix. Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?									\$ n/a				
2,	Wilac is	the minimum	iii miresiiieii		accepted in	and any many						Yes	No
3.	Does th	e offering p	ermit joint ov	vnership of a	single unit?		,					•	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Full 1 None		ast name fi	rst, if individ	ial)									
Busin	ness or R	Residence A	ddress (Num	ber and Street	t, City, State	. Zip Code)			,				
Nam	e of Ass	ociated Bro	ker or Dealer	- · - · · · · · · · · · · · · · · · · ·	<del></del>					•	•••		· · · · · · · · · · · · · · · · · · ·
State	s in whi	ch Person L	isted Has Sol	icited or Inter	nds to Solici	Purchasers							
	(6	Check "All	States" or che	eck individual	l States)					,		All States	
- [2] - [1] - [3] - [1]	L] MTJ	_ [AK] _ [IN] _ [NE] _ [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ (ID) _ [MO] _ [PA] _ [PR]
Full	name (L	ast name fir	st, if individu	al)									
Busin	ness or F	Residence A	ddress (Nu	mber and Stre	eet, City, Sta	te, Zip Code	)					· <del></del>	<del></del>
Nam	e of Ass	ociated Bro	ker or Dealer							-			
State	s in whic	ch Person L	isted Has Sol	icited or Inter	nds to Solici	Purchasers							
	(0	Check "All	States" or che	ek individual	States)							All States	
_ [A - [A - [A - [B	L] MT]	_ [AK] _ [IN] _ [NE] _ [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	- [ID] - [MO] - [PA] - [PR]
Full	Name (L	ast name fi	rst, if individu	ial)									
Busin	ness or F	Residence A	ddress (Nu	mber and Stre	et, City, Sta	te, Zip Code	)				·		
Nam	e of Ass	ociated Bro	ker or Dealer							<del> </del>		<u></u>	
					1 . 6	. p1	<del></del>	<del></del>					
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						A 11 C4-4							
	•		States" or che		•							All States	(HN)
_ [A _ [i _ [i	L] MT]	_ [AK] _ [IN] _ [NE] _ [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NII] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ {MO} _ {PA] _ [PR]

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left( \mathbf{r}\right) =\left( \mathbf{r}\right)$

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1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ 4,500,000.35	\$ <u>3,500,000.67</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	s
	Other (Specify)	\$	S
	Total	\$ 4,500,000.35	\$ <u>3,500,000.67</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	4	\$ <u>3,500,000.67</u>
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		<u> </u>
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		<b>.</b>
	Rule 504		\$
	Total		\$ <u></u>
4,	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	<del>.</del>	
	Transfer Agent's Fees	0	\$
	Printing and Engraving Costs	0	s
	Legal Fees	_	S 50,000
	Accounting Fees	_	<u> </u>
	Engineering Fees		<u> </u>
		0	•
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)		<b>3</b>
	Total	_	\$ 50,000

C,	OFFEDING PRICE	NUMBER OF INVESTORS.	EXPENSES	AND USE OF PROCEI	EDS

	I and total expenses furnished in respons	regate offering price given in response to Part C – se to Part C – Question 4.a. This difference is the			S.	4,450,000.35	
5.	for each of the purposes shown. If the ar and check the box to the left of the estim	ed gross proceeds to the issuer used or proposed to mount for any purpose is not known, furnish an estate. The total of the payments listed must equal to forth in response to Part C – Question 4.b above.	timate				
				Payments to Officers, Directors, & Affiliates		Payments To Others	
	Salaries and fees		0	\$	۵	\$	
	Purchase of real estate			\$		\$	
	Purchase, rental or leasing and installation	on of machinery and equipment	G	s	<b>-</b>	\$	
	Construction or leasing of plant building	s and facilities		\$		\$	
	that may be used in exchange for the ass	the value of securities involved in this offering ets or securities of another issuer pursuant to a	0	\$		\$	
	<i>3</i> ,			\$	_	s	
				\$	_	\$ <u>4,450,000.35</u>	
	-			\$	_	\$	
			_		_		
				\$	0	<b>\$</b>	
		Column Totals				\$_4,450,000.35	
	Total Payments Listed (column totals ad	ded)	■ S <u>4,450,000.35</u>				
		D. FEDERAL SIGNATU	JRE				
an (	e issuer has duly caused this notice to be significantly andertaking by the issuer to furnish to the Unaccredited investor pursuant to paragraph	gned by the undersigned duly authorized person.  J.S. Securities and Exchange Commission, upon v (b)(2) of Rule 502.	If this notice written reque	is filed under Rule 505, the st of its staff, the information	following a furnished	signature constitutes d by the issuer to any	
Issu	uer (Print or Type)	Signary		Date			
GG	Digital Inc.	WWW/U	11/	July 26, 2007		- <del></del>	
Nai	me of Signer (Print or Type)	Title of Signer (Print or Type)					
Na	varrow Wright	President					

 $\mathbb{E}\mathcal{N}\mathcal{D}$ 

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)